

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SHEPARDVILLE CONSTRUCTION, LLC,

Case No.: 7:12-cv-3347

Plaintiff,

- against -

**AFFIDAVIT OF
DAVID A. TUTAS**

**J.K. SCANLAN CONSTRUCTION, INC. and ARCH
INSURANCE COMPANY, INC.,**

Defendants.

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STATE OF MICHIGAN)
) ss.
COUNTY OF KENT)

David A. Tutas, being duly sworn, deposes and certifies as follows:

1. I am general counsel of Universal Forest Products, Inc. ("UFPI"), and am fully familiar with the facts and circumstances hereinafter set forth.
2. I submit this affidavit pursuant to the Court's May 14, 2012 Order directing plaintiff Shepardville Construction, LLC ("Shepardville") to show cause why its Amended Verified Complaint should not be dismissed for failure to meet the jurisdictional requirement that the matter in controversy is between citizens of different States.
3. Shepardville respectfully submits that the Amended Verified Complaint should not be dismissed because Shepardville maintains a principle place of business in Connecticut and its parent entities are all Michigan-based corporations or limited liability companies, although the Amended Verified Complaint mistakenly indicated otherwise.

Shepardville's Corporate Structure

4. UFPI is a publicly traded corporation formed under the laws of the State of Michigan. UFPI is a holding and asset management company that provides capital and administrative resources to a network of operating subsidiaries and affiliates, one of which is the plaintiff Shepardville Construction, LLC ("Shepardville"). Annexed hereto as Exhibit "A" is a printout from the Michigan Department of Licensing and Regulatory Affairs website showing UFPI's corporate entity details. Annexed hereto as Exhibit "B" is a printout from the Michigan Department of Licensing and Regulatory Affairs website showing Shepardville's limited liability company details.

5. Shepardville is a Michigan limited liability company, with a principal place of business at 285 Great Hill Road, Naugatuck, Connecticut 06770, whose sole member is Shawnlee Construction, LLC ("Shawnlee"). Annexed hereto as Exhibit "C" is a printout from the Michigan Department of Licensing and Regulatory Affairs website showing Shawnlee's limited liability company details.

6. Shawnlee is a Michigan limited liability company whose members are UFP Eastern Division, Inc., and UFP Holding Co., Inc., both of which are corporations owned by UFPI. Annexed hereto as Exhibit "D" is a printout from the Michigan Department of Licensing and Regulatory Affairs website showing UFP Holding Company, Inc.'s corporate entity details. Annexed hereto as Exhibit "E" is a printout from the Michigan Department of Licensing and Regulatory Affairs website showing UFP Eastern Division, Inc.'s corporate entity details.

7. UFPI and UFP Holding Co., Inc. ("UFP Holding"), maintain their principal places of business at 2801 E. Beltline Ave. NE, Grand Rapids, MI 49525, which

is UFPI's corporate headquarters. UFP Eastern Division, Inc. ("UFP Eastern") maintains its principal place of business at 5200 Highway 138, Suite 200, Union City, Georgia 30291.

8. Shepardville's amended verified complaint mistakenly indicates that Shepardville's principal place of business is located at 149 Bay Road, Belchertown, MA. This allegation was made in error by local counsel in New York, George Sitaras, Esq., who apparently relied on an outdated corporate filing by another UFPI subsidiary, UFP Belchertown, LLC. UFP Belchertown, LLC operates a manufacturing plant at 149 Bay Road, Belchertown, MA, and has no connection to this lawsuit.

There is Complete Diversity Between the Parties

9. Upon information and belief, defendant J.K. Scanlan Construction, Inc. ("Scanlan") is a corporation organized and existing under the laws of the State of Massachusetts, with its principal place of business located at 15 Research Road, Falmouth Technology Park, East Falmouth, Massachusetts 02536.

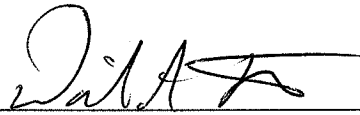
10. Based on the payment bond issued by defendant Arch Insurance Company ("Arch") in connection with the construction project underlying this action, Arch is a Missouri company licensed to issue surety bonds in the State of New York, with its principal office located at 3 Parkway, Suite 1500, Philadelphia, PA 19102. A copy of said payment bond is annexed hereto as Exhibit "F".

11. Since Shepardville's parent entities are all Michigan-based corporations or limited liability companies that maintain their principal places of business in Grand Rapids, Michigan, there is complete diversity between the parties in this action.

12. Based on the foregoing, Shepardville submits that this action should not be

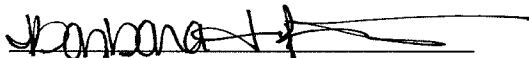
dismissed for lack of diversity. Annexed hereto as Exhibit "G" is a Second Amended Complaint and Certification pursuant to Rule 7.1, which Shepardville will be filing to correct its prior incorrect pleading.

WHEREFORE, the undersigned respectfully requests that the Court issue an Order permitting Shepardville to continue this action upon the filing of a Second Amended Complaint and revised Certification pursuant to Rule 7.1.



DAVID A. TUTAS
General Counsel
Universal Forest Products, Inc.

Sworn to before me this 27 day
of May 2012.


Notary Public

Barbara Jean Peters
Notary Public State of Michigan
County of Kent
My Commission Expires Feb 16, 2018
Acting in the County of Kent